

ARTICLE I - THE CORPORATION

1. Name of Corporation - The Clearwater/St. Petersburg Ski and Sports Club, Inc., a Florida non-profit corporation (the "Club", incorporated under Chapter 617, Florida Statutes (the "Act"), by and through its duly constituted Board of Directors, hereby adopts these bylaws for the management of the Club.
2. Duration - The duration of the Club shall be perpetual.
3. Purpose - The primary purpose of the Club is to promote the sport of snowskiing among its members, and to hold such additional club activities as approved by the Board of Directors. The Club sobriquet shall be the "Snowsharks."
4. Not for Profit Corporation - The Club shall strictly adhere to the requirements of the Act. Specifically, without limitation, no financial profit shall ever accrue to any Club member.
5. Fiscal Year - The fiscal year of the Club shall be from June 1 of each year to May 31 of the following year.
6. Dissolution - The Club may be dissolved by following the provisions of sections 617.1402-617.1406 of the Act.
7. Amendment - Any proposed amendments to the Articles or the By-Laws shall be initiated by the Board of Directors (the "Board"), or by written petition of 5% of the membership, and be presented in its entirety at a membership meeting. Notice shall then be sent to all members, stating the proposed amendment; that a vote on such amendment shall take place on the date stated therein, and which shall be adopted after approval by a majority of the members voting thereon. Alternatively, the Club may follow section 617.1002 of the Act.
8. Resolutions - In addition to the By-laws, the Board, by majority vote, may adopt resolutions, which shall implement the By-laws and thereby create a permanent record of the policies of the Board.
9. Registered Agent - The Board shall appoint a Registered Agent, as required by Florida Statutes.

ARTICLE II - MEMBERSHIP

1. Membership - Membership shall be open to all persons age 18 or above, but only members in good standing, or their guests, may participate in any Club activities.
2. Application - Individuals may become Club members by filing an application with the Membership Chairperson.
3. Discrimination based upon race, creed, sex, religion, political affiliation, or physical handicap is prohibited.
4. Membership Year - The membership year shall be the same as the fiscal year.
5. Membership Categories - There shall be two types of memberships:
 - a. Single Memberships - Each adult, even if married to a Club member, shall be required to pay Club dues. Minor children of a member shall not be required to pay Club dues in order to participate in Club activities.
 - b. Lifetime Membership – All Past Presidents of the Club, and special members approved by the Board of Directors, all of whom shall be exempt from the payment of Club dues.
6. Dues - The Board shall annually determine membership dues, as well as any administrative fee necessary to support Club activities.
7. Termination of Membership -Any member who has not paid dues by August 31 shall be automatically terminated. Any member may be terminated by a 2/3 vote of the board if, after 7 days notice and an opportunity to be heard by the member in question, in the sole judgment of the board, such member's conduct has been detrimental to the club.
8. Trip Reciprocity - Any Florida ski club which is a member of the Florida Ski Council and which participates in ski trip reciprocity with the Club, may request that a member or guest of their club participate in a Club ski trip. This member or guest may join a Club trip without payment of Club dues, so long as he or she shall comply with all Club policies.
9. All trip leaders and co leaders must be current club members.

ARTICLE III – MEETINGS

1. General Membership Meetings - General membership meetings shall be held at the call of the Board. The Club shall notify all members in writing at least one week in advance of each general meeting. Any club business may be considered and adopted by a majority of members present or by proxy at any general meeting, so long as notice of the proposed action, as stated herein, is duly given. Alternatively, the Club may follow sections 617.0701 and 617.0721 of the Act.
2. Special Membership Meetings - A special membership meeting shall be held if 20% of Club members file a petition with the secretary, calling such meeting for a specific purpose, which meeting shall be scheduled within 72 hours and held within 21 days thereafter.

ARTICLE IV – OFFICERS & GOVERNMENT

1. General. The officers of the Club shall be the president, vice president, secretary, and treasurer. Each officer shall serve for two years, based upon the fiscal year of the Club. A vacancy in the office of President shall be filled by the vice president. The president shall, by appointment, fill any other vacancy in office, subject to approval by the Board.
2. Board of Directors - The Club shall have a Board of Directors or "Board". The Board shall consist of the 4 elected officers, the immediate past president, one vote for each approved confirmed ski trip per fiscal year and each committee chairperson. No individual will have more than one vote. If a vacancy occurs in the position of the immediate past president, that seat shall be filled by the previous past president. If any other Director becomes vacant for any reason, that position shall be filled by appointment of the President within 14 days of notification of the vacancy. This appointment shall be ratified by a majority vote of the remaining members of the Board at the next business meeting. Directors are subject to removal from office by the Board for good cause shown, after 7 days' notice to the affected Board member and a majority vote of the Board. All Board members must be a current member as described in Article II.
3. Seven Board Members shall constitute a quorum, and the vote of a majority of the quorum shall be sufficient for Board action, unless otherwise stated herein or in the Act.
4. Duties - The Board shall meet at least six times per year to formulate policy, select ski trips and other Club activities, approve budgets, appoint Committees, and such other matters as may come before the Board in due course.
5. President - The President shall be the chief executive officer of the Club, see that all decisions of the Board are fulfilled, preside over all meetings of the Board, and the members, appoint all special committees, serve ex officio to all committees, and ensure that all officers and all committees fulfill their duties. The President shall have been a member of the Club for the preceding two years. In addition, the President shall have previously served as a Club Officer or participated as a trip leader in at least one Club ski trip.
6. Vice President - The vice president shall perform the duties and exercise the power of the president during the absence or disability of the president, and shall succeed to the presidency in the event that office is vacated. The vice president must have been a member of the Club for the preceding two years and shall have participated as a trip leader in at least one Club ski trip. The vice president shall be responsible for carrying out all plans and arrangements for ski trips, provide guidance and assistance to all trip and assistant trip leaders, review all travel arrangements, make recommendations of trip leaders, assistant trip leaders, trip locations, schedules, travel agents, and contracts, and perform any additional duties requested by the President.
7. Secretary - The secretary shall record the minutes of all meetings of the Board, and membership, and which shall be filed in separate books as permanent Club records. Copies of the minutes of all meetings shall be provided to each respective committee member prior to the next meeting. The Secretary shall handle all mailings and correspondence as directed by the Board, and shall keep copies of Club correspondence in an organized file for future reference. The secretary shall notify all members of the Board of all Board meetings. Minutes of all meetings shall be made available for review to any member upon request in writing and shall be furnished and made available within 3 working days.

Treasurer - The Treasurer shall have experience in managing the financial affairs of an organization or business. The treasurer shall have custody of Club books, accounts and funds, and shall keep Club financial records containing complete, timely, and accurate records of all receipts and disbursements. All funds received by the Club shall be promptly and fully deposited in the appropriate Club bank account. The treasurer shall issue checks as necessary. In addition to the Treasurer, the President shall be an authorized signatory of the Club's bank account. Any checks written over the amount of \$5,000 shall require the signature of the president. Submissions for payments shall be supported by invoices and a completed check request form. The Treasurer shall report at each Board meeting, and at any other time upon request of the President or any other Club Officer, on the financial condition of the Club. Such records shall be examined annually by a certified public accountant, appointed by the Board, who shall prepare a "reviewed financial statement and report" on the Club's financial record keeping and internal accounting controls. The cost thereof shall be borne by the Club. The treasurer

shall be responsible for the completion of the annual review. The treasurer, with the approval of the Board, may designate a bookkeeper to keep accounting of all trip receipts and disbursements, but who shall report directly to the treasurer all activities in the trip accounts and furnish the treasurer with all support documentation. The treasurer shall also be responsible for the bookkeeper's accounting activities, for compliance with all tax regulations, and for filing tax returns by the appropriate due date. The treasurer shall have a fidelity bond in an amount prescribed by the Board.

8. Immediate Past President - The immediate past president shall be the official delegate to the Florida Ski Council.
9. Committees - The Board shall have such committees as it may choose appropriate, such as Membership, Newsletter, Media/Advertising, Nominating & Elections, Hospitality and Web site etc.

ARTICLE V - CLUB ELECTIONS

1. Nominating & Elections Committee - Before November 15 of each year, the Board shall elect a Nominating & Elections Committee, consisting of three members. The Nominating & Elections Committee shall select by majority vote at least one and not more than two qualified members to run for each office. The Nominating & Elections Committee shall first secure the consent of each nominee and the agreement from each to accept the office so elected. Resumes written by the candidates themselves may be submitted to the chair of the Nominating & Elections Committee within five days of their notification of nomination. Any member who desires to run for office may submit a summary of qualifications to the Nominating & Elections Committee by April 1. The Nominating & Elections Committee shall advise the president in writing of their selection of nominees by April 15, which shall include a summary of the qualifications of each nominee. The Nominating & Elections Committee shall place the resume of each candidate and a sample ballot in the newsletter at least 7 days before the annual general meeting.
2. Nominating from the General Membership:
 - a. The Board shall set a date for the annual meeting, the deadline for nominations from the general membership, and presentation of the Nominating & Elections Committee slate.
 - b. The chair of the Nominating & Elections Committee shall be introduced at the annual meeting, shall introduce the nominees selected, read their qualifications, shall call for nominations from the floor for each office in the order of president, vice president, secretary, and treasurer. All nominations from the floor must be seconded by 2 members.
3. Qualifications for Office:
 - a. Any member who is a valid and current member in accordance with Article II of these By Laws may be candidate for office as long as they meet the qualifications set forth in Article IV of these By-Laws.
 - b. No officer or director may be eligible for the same office for more than four consecutive years without the prior consent of 2/3 of the full Board. After being out of office for one year, that member may run for any Club office.
4. Voting at the Annual Meeting:
 - a. A voice vote will be used to elect all officers unless any member requests a secret written ballot. No vote shall be required if a candidate is unopposed for any office. If any election is contested, the candidate receiving the greatest number of votes will be deemed elected. In the event of a tie vote, a runoff election shall be conducted immediately.
 - b. The Nominating & Elections Committee shall tally the ballots and present the official tabulation to the President at the annual meeting. The winning candidates shall be announced to the members at that meeting
 - c. Each adult member who is a valid and current member in accordance with Article II of these By Laws shall be entitled to one vote, which may be by proxy.
 - d. If, for any reason the standard schedule is not followed, the Board shall establish a revised schedule, which shall be as close as possible to the standard schedule.

ARTICLE VI - MEMBERSHIP ROSTER

The Club Roster shall not be given to anyone without the express approval and supervision of the Board. The Roster shall only be released if such pertains to Club business, or is determined by the Board to be of general benefit to the members. Prior to release, each member shall be notified through the Club newsletter, and given the opportunity to delete his or her name therefrom.

PASSED and ADOPTED by the Board of Directors, this _____ day of _____, 2008.
Attest:

Secretary

Chair, By-laws Committee

Date

President, Clearwater/St. Petersburg Ski and Sports Club